

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NORTH CAROLINA
GREENVILLE DIVISION**

In re:)	
)	
CAH ACQUISITION COMPANY #1, LLC,	)	Case No. 19-00730-5-JNC
d/b/a WASHINGTON COUNTY HOSPITAL,	)	Chapter 11
)	
Debtor.)	
)	
In re:)	
)	
CAH ACQUISITION COMPANY #2, LLC,	)	Case No. 19-01230-5-JNC
d/b/a OSWEGO COMMUNITY HOSPITAL,	)	Chapter 11
)	
Debtor.)	
)	
In re:)	
)	
CAH ACQUISITION COMPANY #3, LLC,	)	Case No. 19-01180-5-JNC
d/b/a HORTON COMMUNITY HOSPITAL,	)	Chapter 11
)	
Debtor.)	
)	
In re:)	
)	
CAH ACQUISITION COMPANY 6, LLC,	)	Case No. 19-01300-5-JNC
d/b/a I-70 COMMUNITY HOSPITAL,	)	Chapter 7
)	
Debtor.)	
)	
In re:)	
)	
CAH ACQUISITION COMPANY 7, LLC,	)	Case No. 19-01298-5-JNC
d/b/a PRAGUE COMMUNITY HOSPITAL,	)	Chapter 11
)	
Debtor.)	
)	
In re:)	
)	
CAH ACQUISITION COMPANY 12, LLC,	)	Case No. 19-01697-5-JNC
d/b/a FAIRFAX COMMUNITY HOSPITAL,	)	Chapter 11
)	
Debtor.)	

In re:)	
)	
CAH ACQUISITION COMPANY 16, LLC,	)	Case No. 19-01227-5-JNC
d/b/a HASKELL COUNTY COMMUNITY	)	Chapter 11
HOSPITAL,)	
)	
Debtor.)	

**AFFIDAVIT OF MARC CARMEL IN SUPPORT OF
MOTION FOR ORDER AUTHORIZING AND APPROVING (I) LITIGATION
FUNDING AGREEMENT WITH OMNI BRIDGEWAY (FUND 4) INVT. 3 L.P.;
(II) ENGAGEMENT AGREEMENT WITH MCDONALD HOPKINS LLP
RELATED TO LITIGATION FUNDING; AND (III) ENGAGEMENT
AGREEMENTS WITH WALDREP WALL BABCOCK & BAILEY PLLC AND
MCDONALD HOPKINS LLP RELATED TO LITIGATION EFFECTIVE FROM
AND AFTER APRIL 15, 2023**

NOW COMES the undersigned, being duly sworn, and deposes and says as follows:

1. I am Marc Carmel and I am the Chicago Managing Member of McDonald Hopkins, LLP (“McDonald Hopkins”). I am neither an infant nor incompetent.

2. I have read the *Motion for Order Authorizing and Approving (I) Litigation Funding Agreement with Omni Bridgeway (Fund 4) Invt. 3 L.P.; (II) Engagement Agreement with McDonald Hopkins LLP Related to the Litigation Funding; and (III) Engagement Agreements with Waldrep Wall Babcock & Bailey PLLC and McDonald Hopkins LLP Related to Litigation Effective from and After April 15, 2023* filed by Thomas W. Waldrep, Jr. (“Trustee”) in this case on May 23, 2023 [Dkt. No. 1580] (“Funding Motion”), including the exhibits thereto¹.

3. The Trustee entered into a Litigation Funding Engagement Agreement with McDonald Hopkins, subject to Court approval. A true and correct copy of the Litigation

¹ Capitalized terms not otherwise defined herein shall have the definitions set forth in the Funding Motion.

Funding Engagement Agreement (as defined in the Funding Motion) is attached to the Motion as Exhibit C.

4. Specifically, Section B of the Factual and Procedural Background of the Funding Motion contains factual statements relating to McDonald Hopkins' Search for Litigation Funding. I adopt as my testimony the factual statements set forth in Section B of the Factual and Procedural Background of the Funding Motion.

5. Both prior to and after entering into the Litigation Funding Engagement Agreement with the Trustee, McDonald Hopkins undertook the following tasks related to the Litigation Funding Matter: (1) created a teaser (i.e., a summary of the funding opportunity); (2) constructed a data room; (3) created a confidential information memorandum; (4) prepared a non-disclosure agreement; (5) initiated discussions with potential funding sources (described in more detail below); (6) secured term sheets; and (7) negotiated the Funding Agreement.

6. McDonald Hopkins spent significant time since December 2021 performing the tasks listed above in paragraph 5 of this Affidavit.

7. The Litigation Funding Engagement Agreement is dated May 17, 2022; however, such agreement was intended to encompass services and expenses of McDonald Hopkins prior to such date. The Litigation Funding Engagement Agreement was a subsequent written memorialization of the prior agreement of the parties.

8. Part of the relief requested in the Funding Motion is the approval of the Litigation Funding Engagement Agreement and the fees and expenses incurred by McDonald Hopkins related to the Litigation Funding Matter (as defined in the Funding Motion).

9. A detailed description of the services rendered by McDonald Hopkins from December 15, 2021 through May 23, 2023, are attached hereto as Exhibit A reflecting gross

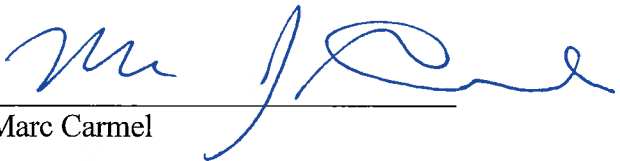
attorneys' fees in the amount of \$90,665.50 through May 23, 2023 (the "Litigation Funding Procurement Fees"). Exhibit A also reflects an itemization of expenses incurred through May 23, 2023 in the amount of \$5.40.

10. The Litigation Funding Procurement Fees are fair and reasonable and consistent with the terms and provisions of the Litigation Funding Engagement Agreement and the agreement between the parties.


11. Pursuant to the Litigation Funding Engagement Agreement, McDonald Hopkins is entitled to receive a multiple of two of the Litigation Funding Procurement Fees through May 23, 2023, for a total of \$181,331.00, plus expenses in the amount of \$5.40. The total amount of fees and expenses sought by McDonald Hopkins pursuant to the Funding Motion through May 23, 2023 is \$181,336.40.

FURTHER AFFIANT SAYETH NOT.

This the 5th day of June, 2023.


Marc Carmel

Sworn to and subscribed before me,
this 5th day of June, 2023.


Notary Public

My commission expires:



McDonald Hopkins

McDonald Hopkins LLC
Suite 2100
600 Superior Avenue, E
Cleveland, Ohio 44114

P: 216.348.5400
F: 216.348.5474
mcdonaldhopkins.com
Fed. ID 34-1059058

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Invoices Due Upon Receipt

TOM WALDREP, CHAPTER 11 TRUSTEE (CAH 1)
THOMAS W. WALDREP, JR.
WALDREP LAW
101 S. STRATFORD ROAD, SUITE 210
WINSTON-SALEM, NC 27104

MAY 23, 2023
Invoice No: 48890-00002

FOR SERVICES RENDERED AND DISBURSEMENTS AS FOLLOWS

RE: LITIGATION FUNDING
48890-00002

THROUGH MAY 23, 2023 INCLUDING THE FOLLOWING ITEMIZED SERVICES

FEES FOR SERVICES	\$ 90,665.50
EXPENSES	5.40
TOTAL	<u>\$ 90,670.90</u>

PAYMENT BY WIRE TRANSFER OR ACH
CONTACT ACCOUNTS RECEIVABLE
AT (216) 348-5445
OR MHACCOUNTING@MCDONALDHOPKINS.COM

PAYMENT BY CREDIT CARD
PAYMENT PORTAL
WWW.MCDONALDHOPKINS.COM

PAYMENT BY CHECK
MCDONALD HOPKINS LLC
ATTN: ACCOUNTS RECEIVABLE
600 SUPERIOR AVE, E.
SUITE 2100
CLEVELAND, OHIO 44114



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THOMAS W. WALDREP, JR.
WALDREP LAW
101 S. STRATFORD ROAD, SUITE 210
WINSTON-SALEM, NC 27104

MAY 23, 2023
Invoice No: 48990-00002

FOR SERVICES RENDERED AND DISBURSEMENTS AS FOLLOWS

RE: LITIGATION FUNDING
48890-00002

THROUGH MAY 23, 2023 INCLUDING THE FOLLOWING ITEMIZED SERVICES

	FEEES FOR SERVICES	\$ 90,665.50
EXPENSES		
COMPUTERIZED RESEARCH	5.40	
EXPENSES		5.40
TOTAL		\$ 90,670.90

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12/15/21	RESEARCH AND REVIEW DOCUMENTS REGARDING SOURCES OF CAPITAL FOR LITIGATION FINANCING; DRAFT CHART REGARDING SAME.	MARC CARMEL	2.40 hours at	735.00/hr	1,764.00
12/20/21	TELEPHONE CONFERENCE WITH T. WALDREP, J. LANIK, M. MARCUS REGARDING STATUS; DRAFT DOCUMENTS REGARDING MARKETING; COMPILE LIST OF POTENTIAL FINANCING SOURCES; RESEARCH REGARDING SAME.	MARC CARMEL	1.90 hours at	735.00/hr	1,396.50
03/14/22	PREPARE FOR AND ATTEND CONFERENCE WITH M. MARCUS REGARDING LITIGATION FINANCE.	MARC CARMEL	0.40 hours at	735.00/hr	294.00
03/15/22	TELEPHONE CONFERENCE WITH T. WALDREP, J. WALL, J. LANIK (WALDREP) REGARDING LITIGATION FINANCE; REVIEW, REVISE MEMORANDUM ABOUT MARKETING REGARDING SAME; CORRESPOND REGARDING SAME.	MARC CARMEL	1.70 hours at	735.00/hr	1,249.50
03/17/22	TELEPHONE CONFERENCE WITH M. MARCUS REGARDING LITIGATION FINANCE ISSUES.	MARC CARMEL	0.20 hours at	735.00/hr	147.00
03/29/22	REVIEW MEMORANDUM REGARDING MARKETING; REVIEW BUDGET REGARDING SAME; CORRESPOND WITH ATTORNEYS REGARDING SAME.	MARC CARMEL	0.40 hours at	735.00/hr	294.00
04/07/22	RESEARCH, EDIT, REVISE MEMORANDUM SUPPORTING FINANCING.	MICAH E. MARCUS	5.50 hours at	700.00/hr	3,850.00



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04/15/22	CORRESPOND WITH CLIENT RE DRAFT LITIGATION MEMORANDUM, CORRESPOND WITH M. CARMEL REGARDING SAME; REVIEW COMMENTS RE SAME; CONFERENCE WITH C. ALLEN REGARDING SAME.	MICAH E. MARCUS	0.50 hours at	700.00/hr	350.00
04/15/22	REVIEW, REVISE MEMORANDUM REGARDING MARKETING FOR LITIGATION FUNDING; CONFERENCE WITH ATTORNEYS REGARDING SAME.	MARC CARMEL	3.70 hours at	760.00/hr	2,812.00
04/19/22	PREPARE FOR AND ATTEND CONFERENCE WITH ATTORNEYS REGARDING LITIGATION FINANCE ISSUES.	MARC CARMEL	0.60 hours at	760.00/hr	456.00
04/20/22	COMPILE CONTACT INFORMATION FOR MARKETING OUTREACH; DRAFT TRACKING SPREADSHEET REGARDING SAME.	MARC CARMEL	0.60 hours at	760.00/hr	456.00
04/22/22	REVIEW, REVISE CONTACT LIST REGARDING POTENTIAL LITIGATION FUNDERS.	MARC CARMEL	0.40 hours at	760.00/hr	304.00
04/26/22	REVIEW, REVISE LEGAL MEMORANDUM REGARDING LITIGATION FINANCE MARKETING; CORRESPOND WITH M. MARCUS REGARDING SAME; REVIEW, REVISE TEASER REGARDING MARKETING.	MARC CARMEL	2.90 hours at	760.00/hr	2,204.00
04/27/22	REVIEW, REVISE LITIGATION FINANCE MEMORANDUM.	MICAH E. MARCUS	1.50 hours at	700.00/hr	1,050.00



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04/27/22	DRAFT CONFIDENTIALITY AGREEMENT REGARDING LITIGATION FINANCE OPPORTUNITY; REVIEW PRECEDENT REGARDING SAME.			
	MARC CARMEL	2.10 hours at	760.00/hr	1,596.00
04/28/22	EDIT, FINALIZE MEMORANDUM; CORRESPOND WITH CLIENT REGARDING SAME; CONFERENCE WITH CLIENT RE [REDACTED].			
	MICAH E. MARCUS	1.00 hours at	700.00/hr	700.00
04/28/22	REVIEW, REVISE MEMORANDUM AND TEASER REGARDING MARKETING; CORRESPOND WITH ATTORNEYS REGARDING MEMORANDUM, TEASER, NON-DISCLOSURE AGREEMENT.			
	MARC CARMEL	1.10 hours at	760.00/hr	836.00
05/16/22	REVIEW, ANALYZE PAYEE CHART; CORRESPOND WITH FORENSIC REGARDING SAME.			
	MICAH E. MARCUS	0.50 hours at	700.00/hr	350.00
05/17/22	REVIEW FORENSIC ANALYSIS.			
	MICAH E. MARCUS	1.00 hours at	700.00/hr	700.00
06/27/22	CONFERENCE WITH M. CARMEL, TEAM REGARDING STATUS; CORRESPOND RE VERDICT.			
	MICAH E. MARCUS	0.80 hours at	700.00/hr	560.00
06/27/22	REVIEW, REVISE TEASER REGARDING MARKETING; CORRESPOND REGARDING SAME; CONFERENCE WITH WALDREP ATTORNEYS, M. MARCUS REGARDING STATUS, LITIGATION FINANCE.			
	MARC CARMEL	1.10 hours at	760.00/hr	836.00
06/28/22	REVISE TEASER, CONFIDENTIALITY AGREEMENT REGARDING MARKETING; REVISE TRACKER REGARDING SAME; CORRESPOND WITH ATTORNEYS REGARDING SAME.			
	MARC CARMEL	1.40 hours at	760.00/hr	1,064.00

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06/29/22	CORRESPOND WITH LITIGATION FUNDERS REGARDING MARKETING; REVIEW DOCUMENTS REGARDING SAME; REVISE TRACKING CHART REGARDING SAME.	MARC CARMEL	1.60 hours at	760.00/hr	1,216.00
06/30/22	CORRESPOND WITH LITIGATION FUNDERS REGARDING CONFIDENTIALITY AGREEMENTS; CORRESPOND WITH ATTORNEYS REGARDING SAME; REVIEW CONFIDENTIALITY AGREEMENTS REGARDING SAME; REVIEW TRACKING CHART REGARDING SAME.	MARC CARMEL	2.80 hours at	760.00/hr	2,128.00
07/01/22	REVIEW, REVISE CONFIDENTIALITY AGREEMENTS REGARDING LITIGATION FINANCE PROCESS.	MARC CARMEL	1.10 hours at	760.00/hr	836.00
07/05/22	CONFERENCE WITH POTENTIAL LITIGATION FINANCIER.	MICAH E. MARCUS	0.50 hours at	700.00/hr	350.00
07/05/22	REVIEW, REVISE DOCUMENTS REGARDING CONFIDENTIALITY AGREEMENTS; REVIEW, REVISE TRACKING CHART REGARDING SAME; CORRESPOND WITH LITIGATION FUNDERS REGARDING SAME; CORRESPOND WITH ATTORNEYS REGARDING SAME; TELEPHONE CONFERENCE WITH LITIGATION FUNDER REGARDING OPPORTUNITY.	MARC CARMEL	2.90 hours at	760.00/hr	2,204.00
07/06/22	REVIEW, FINALIZE BUDGETS; CORRESPOND REGARDING RESEARCH MEMORANDUM; CONFERENCE WITH M. CARMEL REGARDING STATUS.	MICAH E. MARCUS	0.50 hours at	700.00/hr	350.00

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RE: LITIGATION FUNDING
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07/06/22	CONFERENCE WITH FIRST LITIGATION FUNDER REGARDING CONFIDENTIALITY AGREEMENT; REVIEW, REVISE DOCUMENTS REGARDING CONFIDENTIALITY AGREEMENTS; CORRESPOND WITH LITIGATION FUNDERS, ATTORNEYS REGARDING SAME; REVIEW, REVISE TRACKING CHART REGARDING SAME.	MARC CARMEL	2.20 hours at	760.00/hr	1,672.00
07/07/22	PRESENTATION TO POTENTIAL FUNDER.	MICAH E. MARCUS	0.50 hours at	700.00/hr	350.00
07/07/22	TELEPHONE CONFERENCE WITH ATTORNEYS, FIRST LITIGATION FUNDER REGARDING OPPORTUNITY; TELEPHONE CONFERENCE WITH ATTORNEYS, SECOND LITIGATION FUNDER REGARDING OPPORTUNITY; REVIEW, REVISE CONFIDENTIALITY AGREEMENTS REGARDING SAME; CORRESPOND WITH LITIGATION FUNDERS REGARDING SAME; CORRESPOND WITH J. LANIK, K. CAMERON, J. VAN SWEARINGEN REGARDING SAME; REVIEW, REVISE TRACKING CHART REGARDING SAME; REVIEW VIRTUAL DATA ROOM REGARDING SAME.	MARC CARMEL	3.40 hours at	760.00/hr	2,584.00
07/08/22	TELEPHONE CONFERENCE WITH FIRST LITIGATION FUNDER, ATTORNEYS REGARDING INVESTMENT OPPORTUNITY; REVIEW, REVISE DOCUMENTS REGARDING CONFIDENTIALITY AGREEMENTS; CORRESPOND WITH LITIGATION FUNDERS, ATTORNEYS REGARDING SAME; REVIEW, REVISE TRACKING CHART REGARDING SAME; TELEPHONE CONFERENCE WITH SECOND LITIGATION FUNDER, ATTORNEYS REGARDING INVESTMENT OPPORTUNITY.	MARC CARMEL	2.20 hours at	760.00/hr	1,672.00
07/11/22	CONFERENCE WITH M. CARMEL REGARDING DAMAGES CALCULATION; CONFERENCE WITH [REDACTED] REGARDING QUESTIONS ON CLAIMS.	MICAH E. MARCUS	0.70 hours at	700.00/hr	490.00

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07/11/22	CONFERENCE WITH LITIGATION FUNDER, M. MARCUS REGARDING DILIGENCE; CORRESPOND WITH FUNDERS, ATTORNEYS REGARDING SAME; REVIEW, REVISE DOCUMENTS REGARDING CONFIDENTIALITY AGREEMENTS; CORRESPOND REGARDING SAME; REVISE TRACKING CHART REGARDING SAME.	MARC CARMEL	1.60 hours at	760.00/hr	1,216.00
07/12/22	CORRESPOND WITH VARIOUS POTENTIAL FUNDERS RE INITIAL CONFERENCES TO DISCUSS INVESTMENT; CONFERENCE WITH M. CARMEL, [REDACTED].	MICAH E. MARCUS	0.80 hours at	700.00/hr	560.00
07/12/22	CONFERENCE WITH LITIGATION FUNDER, ATTORNEYS REGARDING DILIGENCE, MARKETING, NEXT STEPS; CORRESPOND WITH ATTORNEYS, LITIGATION FUNDERS REGARDING SAME.	MARC CARMEL	0.90 hours at	760.00/hr	684.00
07/13/22	CONFERENCE WITH [REDACTED]; CORRESPOND WITH FUNDERS; CONFERENCE WITH WALDREP WALL REGARDING PULLING REQUESTED MATERIALS.	MICAH E. MARCUS	0.90 hours at	700.00/hr	630.00
07/13/22	TELEPHONE CONFERENCES WITH LITIGATION FUNDERS, ATTORNEYS REGARDING MARKETING, DILIGENCE; CORRESPOND WITH ATTORNEYS, FUNDERS REGARDING SAME.	MARC CARMEL	1.40 hours at	760.00/hr	1,064.00
07/14/22	CONFERENCE WITH [REDACTED].	MICAH E. MARCUS	0.50 hours at	700.00/hr	350.00

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07/14/22	PREPARE FOR AND ATTEND TELEPHONE CONFERENCE WITH LITIGATION FUNDER, M. MARCUS REGARDING DILIGENCE; CORRESPOND WITH ATTORNEYS REGARDING DILIGENCE; CORRESPOND WITH FUNDERS REGARDING PROCESS, MARKETING.	MARC CARMEL	1.20 hours at	760.00/hr	912.00
07/15/22	REVIEW FUNDER REQUEST; DRAFT RESPONSE; CORRESPOND WITH LITIGATION TEAM REGARDING SAME.	MICAH E. MARCUS	0.40 hours at	700.00/hr	280.00
07/15/22	CORRESPOND WITH ATTORNEYS REGARDING DILIGENCE, MARKETING; REVIEW DOCUMENTS REGARDING SAME.	MARC CARMEL	0.50 hours at	760.00/hr	380.00
07/18/22	CORRESPOND WITH ATTORNEYS, LITIGATION FUNDERS REGARDING MARKETING, DILIGENCE.	MARC CARMEL	0.50 hours at	760.00/hr	380.00
07/19/22	CONFERENCE WITH [REDACTED].	MICAH E. MARCUS	0.50 hours at	700.00/hr	350.00
07/20/22	CONFERENCE WITH [REDACTED].	MICAH E. MARCUS	0.70 hours at	700.00/hr	490.00
07/20/22	CONFERENCE WITH M. MARCUS, C. ALLEN REGARDING DILIGENCE, NEXT STEPS; CONFERENCE WITH LITIGATION FUNDER REGARDING SAME.	MARC CARMEL	0.80 hours at	760.00/hr	608.00
07/21/22	CORRESPOND WITH ATTORNEYS REGARDING MARKETING, NEXT STEPS.	MARC CARMEL	0.50 hours at	760.00/hr	380.00

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07/22/22	CONFERENCE WITH M. CARMEL, WALDREP TEAM REGARDING STATUS, NEXT STEPS.			
	MICAH E. MARCUS	0.50 hours at	700.00/hr	350.00
07/22/22	CONFERENCE WITH M. MARCUS, WALDREP WALL ATTORNEYS REGARDING MARKETING STATUS AND PROPOSED NEXT STEPS; CORRESPOND REGARDING SAME.			
	MARC CARMEL	0.60 hours at	760.00/hr	456.00
07/25/22	CONFERENCE WITH [REDACTED].			
	MICAH E. MARCUS	0.50 hours at	700.00/hr	350.00
07/25/22	TELEPHONE CONFERENCE WITH LITIGATION FUNDER, M. MARCUS REGARDING MARKETING, DILIGENCE; CORRESPOND WITH ATTORNEYS REGARDING SAME; CORRESPOND WITH FUNDERS REGARDING SAME.			
	MARC CARMEL	1.20 hours at	760.00/hr	912.00
07/28/22	CONFERENCES AND CORRESPOND WITH LITIGATION FUNDERS, ATTORNEYS REGARDING DILIGENCE, NEXT STEPS.			
	MARC CARMEL	0.30 hours at	760.00/hr	228.00
07/28/22	CONFERENCES AND CORRESPOND WITH LITIGATION FUNDERS, ATTORNEYS REGARDING DILIGENCE, NEXT STEPS.			
	MARC CARMEL	0.60 hours at	760.00/hr	456.00
07/29/22	CONFERENCE WITH [REDACTED].			
	MICAH E. MARCUS	1.00 hours at	700.00/hr	700.00
07/29/22	CORRESPOND WITH LITIGATION FUNDERS REGARDING INDICATIONS OF INTEREST; REVIEW DOCUMENTS REGARDING SAME; REVIEW, REVISE TRACKING CHART REGARDING SAME.			
	MARC CARMEL	1.40 hours at	760.00/hr	1,064.00

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08/01/22	TELEPHONE CONFERENCE WITH LITIGATION FUNDER REGARDING DILIGENCE, TERM SHEET; CORRESPOND WITH ATTORNEYS, LITIGATION FUNDERS REGARDING DILIGENCE, MARKETING, NEXT STEPS; REVIEW TERM SHEET FROM LITIGATION FUNDER; CORRESPOND WITH ATTORNEYS REGARDING SAME.	MARC CARMEL	0.70 hours at	760.00/hr	532.00
08/02/22	CONFERENCE WITH [REDACTED] REGARDING LITIGATION FUNDING.	MICAH E. MARCUS	0.30 hours at	700.00/hr	210.00
08/05/22	CONFERENCES AND CORRESPOND WITH LITIGATION FUNDERS REGARDING INDICATIONS OF INTEREST, LITIGATION ASSETS.	MARC CARMEL	0.90 hours at	760.00/hr	684.00
08/08/22	REVIEW, REVISE CHART REGARDING STATUS OF MARKETING PROCESS; CORRESPOND WITH ATTORNEYS REGARDING DILIGENCE.	MARC CARMEL	0.50 hours at	760.00/hr	380.00
08/09/22	CONFERENCE WITH [REDACTED] REGARDING DAMAGES.	MICAH E. MARCUS	0.50 hours at	700.00/hr	350.00
08/09/22	TELEPHONE CONFERENCE WITH LITIGATION FUNDER REGARDING MARKETING, INVESTMENT; CORRESPOND WITH ATTORNEYS REGARDING PROCESS.	MARC CARMEL	0.50 hours at	760.00/hr	380.00
08/10/22	CONFERENCE WITH LITIGATION FUNDER REGARDING DILIGENCE, MARKETING; REVIEW, REVISE TRACKING CHART REGARDING SAME.	MARC CARMEL	0.40 hours at	760.00/hr	304.00

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48890-00002

08/14/22	CONFERENCE WITH [REDACTED]. MICAH E. MARCUS	0.50 hours at	700.00/hr	350.00
08/17/22	CONFERENCE WITH [REDACTED] REGARDING FUNDING OPPORTUNITY; CORRESPOND WITH FUNDERS REGARDING SAME. MARC CARMEL	0.50 hours at	760.00/hr	380.00
08/22/22	CORRESPOND, CONFERENCE WITH [REDACTED] REGARDING BUDGETING. MICAH E. MARCUS	0.30 hours at	700.00/hr	210.00
08/23/22	DRAFT PROPOSED CORRESPONDENCE WITH [REDACTED]. MICAH E. MARCUS	0.40 hours at	700.00/hr	280.00
08/29/22	CORRESPOND WITH LITIGATION FUNDERS REGARDING DILIGENCE, PROPOSALS; REVISE CHART REGARDING SAME. MARC CARMEL	0.40 hours at	760.00/hr	304.00
08/31/22	DRAFT DAMAGES SUMMARY FOR [REDACTED]; CORRESPOND REGARDING SAME. MICAH E. MARCUS	0.50 hours at	700.00/hr	350.00
08/31/22	CORRESPOND REGARDING DILIGENCE, MARKETING. MARC CARMEL	0.30 hours at	760.00/hr	228.00
09/02/22	CORRESPOND, CONFERENCE WITH M. CARMEL REGARDING [REDACTED] INQUIRY. MICAH E. MARCUS	0.30 hours at	700.00/hr	210.00
09/02/22	CORRESPOND WITH LITIGATION FUNDERS, M. MARCUS REGARDING PROCESS, DILIGENCE. MARC CARMEL	0.20 hours at	760.00/hr	152.00

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RE: LITIGATION FUNDING
48890-00002

09/10/22	REVIEW PROPOSALS FROM LITIGATION FUNDERS; DRAFT SPREADSHEET REGARDING [REDACTED] PROPOSAL; CORRESPOND WITH ATTORNEYS REGARDING SAME.	MARC CARMEL	1.60 hours at	760.00/hr	1,216.00
09/13/22	CONFERENCE WITH M. CARMEL AND WALDREP WALL REGARDING TERM SHEETS.	MICAH E. MARCUS	1.00 hours at	700.00/hr	700.00
09/13/22	PREPARE FOR AND ATTEND TELEPHONE CONFERENCE WITH CLIENT, ATTORNEYS REGARDING LITIGATION FINANCE AGREEMENTS; REVIEW DOCUMENTS REGARDING SAME.	MARC CARMEL	1.10 hours at	760.00/hr	836.00
09/14/22	REVIEW, REVISE [REDACTED] TERM SHEET; CORRESPOND WITH ATTORNEYS REGARDING SAME; CONFERENCE WITH [REDACTED]; CORRESPOND WITH [REDACTED].	MARC CARMEL	1.90 hours at	760.00/hr	1,444.00
09/15/22	CONFERENCE WITH [REDACTED] REGARDING PROPOSAL, NEXT STEPS; REVIEW DOCUMENT REGARDING SAME.	MARC CARMEL	0.50 hours at	760.00/hr	380.00
09/19/22	REVIEW, REVISE [REDACTED] TERM SHEET.	MARC CARMEL	0.50 hours at	760.00/hr	380.00
09/20/22	PREPARE FOR AND ATTEND CONFERENCE WITH ATTORNEYS REGARDING LITIGATION FINANCE STATUS, TERM SHEETS; REVIEW DOCUMENTS REGARDING SAME; CORRESPOND REGARDING SAME; REVIEW, REVISE [REDACTED] TERM SHEET REGARDING SAME; CORRESPOND WITH ATTORNEYS REGARDING SAME.	MARC CARMEL	1.60 hours at	760.00/hr	1,216.00

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09/21/22	REVIEW, REVISE [REDACTED] TERM SHEET; CORRESPOND REGARDING SAME; CORRESPOND REGARDING [REDACTED] TERM SHEET.	MARC CARMEL	0.90 hours at	760.00/hr	684.00
09/22/22	CONFERENCE WITH [REDACTED] REGARDING TERM SHEET, PROCESS; REVIEW DOCUMENTS REGARDING SAME.	MARC CARMEL	0.90 hours at	760.00/hr	684.00
09/23/22	REVIEW, REVISE [REDACTED] TERM SHEET; CONFERENCES AND CORRESPOND WITH CLIENT, ATTORNEYS, [REDACTED] REGARDING SAME.	MARC CARMEL	0.70 hours at	760.00/hr	532.00
09/27/22	CONFERENCE WITH T. WALDREP, J. LANIK REGARDING LITIGATION FUNDING; REVIEW TERM SHEET REGARDING SAME; CORRESPOND REGARDING SAME.	MARC CARMEL	0.50 hours at	760.00/hr	380.00
09/29/22	CONFERENCE WITH [REDACTED] REGARDING TERM SHEET, NEXT STEPS.	MARC CARMEL	0.50 hours at	760.00/hr	380.00
10/03/22	CONFERENCE WITH [REDACTED] REGARDING TERM SHEET; CORRESPOND REGARDING SAME.	MARC CARMEL	0.60 hours at	825.00/hr	495.00
10/05/22	PREPARE FOR AND ATTEND CONFERENCE WITH WALDREP WALL REGARDING [REDACTED] TERM SHEET; REVIEW TERM SHEET REGARDING SAME; CORRESPOND WITH [REDACTED] REGARDING SAME.	MARC CARMEL	1.20 hours at	825.00/hr	990.00

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10/06/22	CONFERENCE WITH [REDACTED], M. MARCUS REGARDING NEXT STEPS. MARC CARMEL	0.30 hours at 825.00/hr	247.50
10/18/22	CONFERENCE WITH M. CARMEL, T. WALDREP RE PRESENTATION TO [REDACTED]. MICAH E. MARCUS	0.50 hours at 735.00/hr	367.50
10/18/22	CONFERENCE WITH M. MARCUS, T. WALDREP REGARDING LITIGATION FUNDING AND NEXT STEPS TO SUPPORT DAMAGES. MARC CARMEL	0.40 hours at 825.00/hr	330.00
11/02/22	REVIEW FORENSIC REPORT; DRAFT MEMORANDUM RE TOTAL DAMAGES; CORRESPOND WITH M. CARMEL RE SAME. MICAH E. MARCUS	0.50 hours at 735.00/hr	367.50
11/08/22	REVIEW, REVISE MEMORANDUM REGARDING DAMAGES FOR [REDACTED]; CORRESPOND WITH M. MARCUS REGARDING SAME. MARC CARMEL	1.30 hours at 825.00/hr	1,072.50
11/14/22	FINALIZE MEMORANDUM TO [REDACTED]; CORRESPOND WITH M. CARMEL REGARDING SAME. MICAH E. MARCUS	1.00 hours at 735.00/hr	735.00
11/15/22	REVIEW, REVISE MEMORANDUM REGARDING DAMAGE AMOUNTS; CORRESPOND WITH M. MARCUS REGARDING SAME. MARC CARMEL	0.60 hours at 825.00/hr	495.00
11/16/22	REVIEW MEMORANDUM REGARDING DAMAGES; CORRESPOND WITH [REDACTED] REGARDING SAME. MARC CARMEL	0.30 hours at 825.00/hr	247.50

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11/21/22	PREPARATION FOR, ATTEND CONFERENCE WITH [REDACTED]. MICAH E. MARCUS	1.20 hours at 735.00/hr	882.00
12/05/22	CONFERENCE WITH M. CARMEL, T. WALDREP REGARDING STATUS. MICAH E. MARCUS	0.30 hours at 735.00/hr	220.50
12/05/22	CONFERENCE WITH T. WALDREP, M. MARCUS REGARDING LITIGATION FINANCE; CORRESPOND WITH [REDACTED] REGARDING SAME. MARC CARMEL	0.30 hours at 825.00/hr	247.50
12/09/22	PREPARE FOR AND ATTEND CONFERENCE WITH [REDACTED] REGARDING FINANCING. MARC CARMEL	0.60 hours at 825.00/hr	495.00
12/13/22	CORRESPOND WITH [REDACTED] REGARDING LITIGATION FINANCE TERM SHEET; CORRESPOND WITH T. WALDREP REGARDING SAME. MARC CARMEL	0.30 hours at 825.00/hr	247.50
12/29/22	CORRESPOND WITH T. WALDREP REGARDING [REDACTED] TERM SHEET; REVIEW TERM SHEET REGARDING SAME. MARC CARMEL	0.40 hours at 825.00/hr	330.00
01/05/23	CORRESPOND REGARDING TERM SHEET. MARC CARMEL	0.10 hours at 825.00/hr	82.50
01/20/23	CORRESPOND WITH CLIENT, ATTORNEYS, FUNDER REGARDING STATUS. MARC CARMEL	0.20 hours at 825.00/hr	165.00

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01/24/23	CONFERENCES WITH [REDACTED] REGARDING LITIGATION FINANCE PROPOSAL; CORRESPOND WITH CLIENT REGARDING SAME.	MARC CARMEL	0.40 hours at	825.00/hr	330.00
02/08/23	PREPARE FOR AND ATTEND CONFERENCE WITH T. WALDREP, K. SINK, J. LANIK, B. BEHR, P. FANNING REGARDING LITIGATION FINANCE.	MARC CARMEL	1.40 hours at	825.00/hr	1,155.00
02/14/23	PREPARE FOR AND ATTEND CONFERENCE WITH K. EPSTEIN REGARDING TERM SHEET, FINANCING ARRANGEMENT; CORRESPOND WITH T. WALDREP, K. EPSTEIN REGARDING SAME.	MARC CARMEL	0.80 hours at	825.00/hr	660.00
02/17/23	REVIEW, REVISE TERM SHEET; CORRESPOND WITH K. EPSTEIN, CLIENT REGARDING SAME.	MARC CARMEL	0.40 hours at	825.00/hr	330.00
02/24/23	CONFERENCE AND CORRESPOND WITH K. EPSTEIN (OMNI) REGARDING FINANCIAL MODEL AND NEXT STEPS.	MARC CARMEL	0.40 hours at	825.00/hr	330.00
02/26/23	CORRESPOND WITH CLIENT, M. MARCUS REGARDING FINANCIAL MODEL AND NEXT STEPS; REVIEW FINANCIAL MODEL REGARDING SAME.	MARC CARMEL	0.90 hours at	825.00/hr	742.50
03/01/23	CORRESPOND WITH K. EPSTEIN, T. WALDREP REGARDING TERM SHEET.	MARC CARMEL	0.20 hours at	825.00/hr	165.00

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03/08/23	CONFERENCE WITH [REDACTED] REGARDING DILIGENCE FOR LITIGATION FINANCE ARRANGEMENT; CORRESPOND WITH K. EPSTEIN REGARDING SAME.			
	MARC CARMEL	0.40 hours at	825.00/hr	330.00
03/10/23	CONFERENCE WITH OMNI, WALDREP REGARDING DILIGENCE.			
	MICAH E. MARCUS	1.00 hours at	735.00/hr	735.00
03/20/23	CORRESPOND WITH ATTORNEYS REGARDING LITIGATION FUNDING AGREEMENT; REVIEW FUNDING AGREEMENT.			
	MARC CARMEL	0.40 hours at	825.00/hr	330.00
03/23/23	REVIEW, REVISE LITIGATION FINANCE AGREEMENT; REVIEW TERM SHEET REGARDING SAME.			
	MARC CARMEL	1.80 hours at	825.00/hr	1,485.00
03/24/23	CONFERENCE WITH M. CARMEL, WALDREP FIRM REGARDING DRAFT FINANCING AGREEMENT.			
	MICAH E. MARCUS	1.00 hours at	735.00/hr	735.00
03/24/23	PREPARE FOR AND ATTEND CONFERENCE WITH ATTORNEYS REGARDING LITIGATION FINANCE AGREEMENT.			
	MARC CARMEL	0.90 hours at	825.00/hr	742.50
03/27/23	REVIEW, REVISE LITIGATION FINANCE AGREEMENT AND RELATED DOCUMENTS; CORRESPOND WITH OMNI, ATTORNEYS REGARDING SAME.			
	MARC CARMEL	1.70 hours at	825.00/hr	1,402.50
04/03/23	CONFERENCE WITH OMNI REGARDING DILIGENCE UPDATE.			
	MICAH E. MARCUS	1.00 hours at	735.00/hr	735.00

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04/03/23	CONFERENCE WITH K. EPSTEIN, B. OHARA, G. BLUESTONE (OMNI), C. IVEY (IVEY MCCLELLAN), T. WALDREP, B. OHARA, K. CAMERON (WALDREP WALL), M. MARCUS REGARDING DILIGENCE.	MARC CARMEL	1.50 hours at	825.00/hr	1,237.50
04/10/23	CORRESPOND WITH OMNI, ATTORNEYS REGARDING LITIGATION FINANCE AGREEMENT.	MARC CARMEL	0.20 hours at	825.00/hr	165.00
04/12/23	REVIEW AGREEMENT REGARDING PREPARATION FOR CONFERENCE WITH OMNI; CORRESPOND WITH ATTORNEYS, OMNI REGARDING SAME; CONFERENCE WITH C. YOUNG, B. OHARA (OMNI), K. SINK REGARDING SAME.	MARC CARMEL	0.50 hours at	825.00/hr	412.50
04/13/23	CONFERENCE WITH K. EPSTEIN (OMNI) REGARDING DUE DILIGENCE; CORRESPOND WITH ATTORNEYS REGARDING SAME.	MARC CARMEL	0.40 hours at	825.00/hr	330.00
04/17/23	CONFERENCE WITH OMNI REGARDING POTENTIAL FUNDING.	MICAH E. MARCUS	0.70 hours at	735.00/hr	514.50
04/17/23	PREPARE FOR AND ATTEND CONFERENCE WITH OMNI BRIDGEWAY, ATTORNEYS REGARDING DILIGENCE, FUNDING AGREEMENT; REVIEW DOCUMENTS REGARDING SAME; CORRESPOND WITH K. SINK, K. HAYDEN, T. WALDREP REGARDING ENGAGEMENT AGREEMENTS.	MARC CARMEL	1.60 hours at	825.00/hr	1,320.00
04/20/23	REVIEW DOCUMENTS REGARDING DESCRIPTION OF PROCESS; CORRESPOND WITH K. SINK, J. LYDAY REGARDING SAME.	MARC CARMEL	1.20 hours at	825.00/hr	990.00

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04/24/23	REVIEW, REVISE DOCUMENTS REGARDING APPROVAL OF LITIGATION FINANCE AGREEMENT; CORRESPOND WITH K. SINK REGARDING SAME.	MARC CARMEL	1.20 hours at	825.00/hr	990.00
04/26/23	CONFERENCE WITH OMNI REGARDING LITIGATION.	MICAH E. MARCUS	1.00 hours at	735.00/hr	735.00
05/01/23	REVIEW, REVISE MOTION TO APPROVE LITIGATION FUNDING AGREEMENT.	MARC CARMEL	0.80 hours at	825.00/hr	660.00
05/09/23	CORRESPOND WITH OMNI REGARDING OPEN ISSUES; RESEARCH REGARDING SAME; CONFERENCES REGARDING SAME.	MICAH E. MARCUS	0.90 hours at	735.00/hr	661.50
05/10/23	CORRESPOND WITH OMNI REGARDING DILIGENCE INQUIRIES.	MICAH E. MARCUS	0.50 hours at	735.00/hr	367.50

CERTIFICATE OF SERVICE

It is hereby certified that the **AFFIDAVIT OF MARC CARMEL IN SUPPORT OF MOTION FOR ORDER AUTHORIZING AND APPROVING (I) LITIGATION FUNDING AGREEMENT WITH OMNI BRIDGEWAY (FUND 4) INVT. 3 L.P.; (II) ENGAGEMENT AGREEMENT WITH MCDONALD HOPKINS LLP RELATED TO LITIGATION FUNDING; AND (III) ENGAGEMENT AGREEMENTS WITH WALDREP WALL BABCOCK & BAILEY PLLC AND MCDONALD HOPKINS LLP RELATED TO LITIGATION EFFECTIVE FROM AND AFTER APRIL 15, 2023** was served this day by CM/ECF electronic email service as follows:

VIA CM/ECF Email:

All parties who have filed a notice of appearance and request for service of papers pursuant to Bankruptcy Rule 2002, and the following:

Brian Behr
Bankruptcy Administrator

This is the 5th day of June, 2023.

**WALDREP WALL BABCOCK
& BAILEY PLLC**

/s/ Thomas W. Waldrep, Jr.
Thomas W. Waldrep, Jr. (NC Bar No. 11135)
Kevin L. Sink (NC Bar No. 21041)
Jennifer B. Lyday (NC Bar No. 39871)
370 Knollwood Street, Suite 600
Winston-Salem, North Carolina 27103
Telephone: 336.722.6300
Facsimile: 336.722.1993
Email: notice@waldrepwall.com
Attorneys for the Trustee